

HM #23: "The Sweet Smell Of Victory"
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ACT ONE:

EXT. SANDS OF TIME - ANCIENT APOTHECARY - DAY

THE SUN is blazing down. CAMERA PUSHES thru blistering sand dunes, till CAMERA FINDS...an ancient building, half buried under eons of sand. CLOSER - One wall is a huge stained-glass window <<NOTE: should NOT look church-like -- more like those old Egyptian paintings that depict laborers doing various tasks> depicting an ancient Eternian pharmacist working a mortar & pestle. We hear a CRUNCH CRUNCH of someone trudging thru sand, then OTS SOMEONE entering shot from behind camera.

INT. ANCIENT APOTHECARY - CONTINUOUS

ON WALL/STAINED-GLASS WINDOW - a small wiry humanoid appears as a silhouette outside, TAPS rapidly on a window-panel until it CRACKS and falls inside.

REVEAL - A wiry, white fur-covered 4 ft tall humanoid, as he enters carefully. This is the nebbishy, low-level crook ODIPHUS. <We've seen him once before, in Kobra Khan's cell in Episode #21.> His eyes widen excitedly as he looks around. He's a bit like Gollum from LOTR and/or speaks a bit like a young Peter Lorre, in furtive, "rodent-like", snivelling way.

ODIPHUS

Oooh, you hit the jackpot this time, Odiphus. Lotions, potions...

PAN SHELVES of weird containers, vials, bottles. Odiphus scurries into f.g. somewhat ratlike, along the ancient dusty shelves, eyeballing items.

ODIPHUS (CONT'D)

Lots of good stuff, easy to carry and easy to sell.

CUT TO WIDE: as suddenly the entire stained-glass wall EXPLODES in, REVEALING: WHIPLASH, his tail still recoiling from having smashed in the entire wall with one blow.

ODIPHUS - gasps and quickly scurries up a thick wooden support post/pillar up to the rafters to hide.

ODIPHUS (CONT'D)

<gasp!>

DOWNSHOT, OTS ODIPHUS - he spies on the scene below:
WHIPLASH enters, followed closely by TRAPJAW and MERMAN.

WHIPLASH shrugs defensively.

TRI-KLOPS enters, scowling -- as a DOOMSEEKER flies in behind him.

WHIPLASH turns away annoyed; accidentally tail-smashing Tri-Klops' DOOMSEEKER. Whiplash reflexively turns back, inadvertently smashing his tail thru a whole shelf of vials, bottles, etc.

ANGLE ON TRIKLOPS - angrily shouts.

WHIPLASH - scowls, scolded. But he dutifully stops moving.

TRI-KLOPS summons a second DOOMSEEKER into shot, gestures/orders it to scan the interior.

SHORT PAN w/DOOMSEEKER - as it passes MERMAN, who eyes a specimen jar with a gross-looking pickled Manta-Ray type creature inside. He presses close to the glass so his face is comically magnified and distorted.

UP IN THE RAFTERS: ODIPHUS gazes down, wide-eyed with awe.

ODIPHUS
(awe) The Evil Warriors of
Skeletor. These guys are like
legends. Oh, Odiphus...what you
wouldn't give to be one of them!

MERMAN
(wide-eyed kid) Uncle Squiddly?

DOWN BELOW: the DOOMSEEKER emits its SCANNING BEAM which wipes across the interior like the moving-scanlight of a xerox machine <BZZZZZZZ>.

ODIPHUS - up above, scurries back (silently) deeper into hiding, avoiding the scan-light as it washes through shot.

DOOMSEEKER - its wide scanbeam HALTS, then focuses to a pencil-thin beam <BZZZZT!> WHIP PAN ALONG NARROW-SCANBEAM to a vial: and sealed inside, a GLOWING BUBBLING LIQUID.

WHIPLASH'S hand comes into shot and reaches for it -- holds it up & shakes it curiously. It starts churning, bubbling faster.

TRI-KLOPS moves in fast & grabs Whiplash's wrist, eyeing the liquid nervously--it's obviously very unstable. TRI-KLOPS

uses his other hand to slowly take the vial from Whiplash. Whiplash scowls, as Tri-Klops cautiously slips it into a pouch in his armor/suit.

WHIPLASH

So what *is* that stuff anyhow?

TRI-KLOPS

(curt) It's what the boss wants.

They suddenly REACT to the sound of a familiar OS voice... as we WHIP PAN TO HE-MAN, framed by the smashed-in wall-window -- blazing sun backlighting him so he's in dramatic silhouette.

HE-MAN PARTIAL OS)

And if he wants it....it can't be
for any good purpose.

TRI-KLOPS scowls and lets loose a BLUE CONCUSSION BLAST.

HE-MAN leaps clear-- and the blast SMASHES a wallful of shelves holding various beakers.

WHIPLASH, TRAPJAW, MERMAN, & TRI-KLOPS quickly group into ready-to-fight stances. Merman SPINS his Trident threateningly, like a master swordsman.

TEELA, MAA & ROBOTO rush in thru the breached wall, battle-ready!

FROM HIS PERCH - ODIPHUS scowls at the new arrivals.

ODIPHUS

Uh.. Those are the creeps who threw
Odiphus in prison.

QUICK CLOSE SHOTS OF BATTLE:

➤ MERMAN - fires stinger-darts from his trident <ZIP ZIP
ZIP>

TEELA

AHHHH!

> MAA dodges with a sideways-somersault & the darts KA-THUNK into the wall -- even as MAA fires his ARM CANNON. KA-CHOW! The flash rim-lights his face in a cool, John Woo style.

> MERMAN - MAA's blasts catch him square in the chest, knocking him back o.s. as his trident CLATTERS to the floor.

>TRAPJAW - his bionic arm transforms to become a LASER CANNON and fires BRRRRRZAP!

> TEELA spins, evading the blast as she uses her COBRA STAFF to expertly WHACK a COPPER LIKE URN (looks like a large mortar & pestle container) OS.

>TRAPJAW - the urn's open top "caps off" Trapjaw's blaster arm, so the BLAST he's sending out backfires -- catapulting him back OS...and CRASHING into a shelf full of vials.
CRASH!

>TRI-KLOPS sends out a gamma-blast from his optical sensor.

>HE-MAN does a snazzy move to DEFLECT the blast with his sword -- the deflected blast hits three walls -- one, two, three -- like a caroming billiard ball...and then...

>ANGLE - blasts right back at TRI-KLOPS OPTIC GEAR -- sending him reeling back, clawing his eyes like a blinded cyclops.

TRI-KLOPS

<yarrgh!>

> WHIPLASH rears back his tail, ready to swipe at ROBOTO.

> ROBOTO'S FEET spring wheelie kinda soles. HYDRAULIC SOUNDS. WIDEN - ROBOTO - does robotic spin, and backwards MOONWALK <WHIRR> evading WHIPLASH'S thrashing tail...then ROBOTO pivots and FIRES a laser blast.

> WHIPLASH evades the blast....which ends up taking ut a SUPPORT PILLAR/BEAM -- CRASH, CRACK!

> QUICK ZOOM ON ROBOTO - aghast at his errant shot.

ON ODIPHUS - as the roof/ceiling suddenly CANTS sharply, having lost its support <CRACK, CREAK!> Panicked, he scrambles to another rafter, like a rat.

TEELA, MAN-AT-ARMS, and ROBOTO - REACT alarmed as the roof collapses TOWARDS THEM -- but then suddenly stops.

REVEAL DRAMATIC ANGLE - HE-MAN has caught the collapsing roof, strains to keep it aloft like Atlas supporting the world. OTHER MASTERS shield themselves from raining debris.

CLOSE - TRAPJAW - a chance to get away.

TRAPJAW

Let's beat it!

TRAPJAW & the OTHERS hurry out, as...TRI-KLOPS in the rear, tries to deliver a blast at He-Man, but his damaged optical sensor only allows a dribble of energy to escape. He scowls & heads out.

HE MAN

Arghhhh!

ON HE-MAN - straining to hold up the roof, as debris rains down. He looks OS at others, urgently.

ANGLE - The others head for the breached wall "exit," scrambling out, ducking low under the sagging roof-beams (held up by o.s. He-Man).

HE-MAN - sees everyone has gotten out safe, releases the heavy roof, and dives aside. The roof falls in filling frame-

EXT. ANCIENT APOTHECARY - CONTINUOUS

HE-MAN dives out (finishing his dive from last shot), forward rolls, and comes up by MAN-AT-ARMS, TEELA, and ROBOTO as...WIDE: the apothecary collapses in a heap behind them.

ANGLE - MAA looks around, but the villains are nowhere to be seen -- nothing but blistering sand dunes.

ON ROBOTO - looking troubled, hangs his head in shame/guilt.

EXT. APOTHECARY - LATER

PUSH IN on the collapsed apothecary. A piece of rubble SHIFTS & moves aside as ODIPHUS emerges, dazed out of the debris.

CLOSER - ODIPHUS looks around, something catches his eye.

ODIPHUS

Hmmm...

PAN TO WHERE ODIPHUS IS LOOKING: the damaged DOOMSEEKER.

MATCH CUT TO:

EXT. SNAKE MOUNTAIN - LATER

WIDE - SNAKE MOUNTAIN, which looms dramatically. RACK FOCUS TO CLOSE ON ODIPHUS in f.g. - awed, heading towards it.

ODIPHUS

(awe) Ooh, Snake Mountain, Odiphus.
Just like in all the stories.

EXT. FRONT DOOR TO SNAKE MOUNTAIN - SOON

WHIPLASH and CLAWFUL - ostensibly "standing guard" at the front door, but not really paying attention, as they do a comical version of "Indian wrestling": Clawful's claw vs. Whiplash's tail, trying to knock each other off balance.

TRI-KLOPS

And now to add the Necrosia...

REVEAL - ODIPHUS as he cautiously steps up, but is not noticed. He's about to say something, then thinks better of it & slips into an Odiphus-sized opening, entering the lair.

INT. TRI-KLOPS' LAB - MOMENTS LATER

TRI-KLOPS - wearing a WELDER'S-style MASK for safety <NOTE: covers his nose as well as eyes> , works on a strange device constructed of accordion-like bellows, valve-pipes, and many flexible tubes criss-crossing this way and that. He gently reaches for the burbling vial of NECROSIA.

He raises the container and is about to pour it into an opening atop the device when:

ODIPHUS (O.S.)

Whatcha making?

TRI-KLOPS spins, startled, almost dropping the vial. Wide-eyed, nervous, manages to catches it before it falls. Then he looks to see: ODIPHUS entering thru the lab door.

TRI-KLOPS

<startled GASP> (then) Who are you?

ODIPHUS

Odiphus! Odiphus wants to join up!
Odiphus would make a great Evil
Warrior!

Tri-Klops looks at the little guy, who looks like anything but Evil Warrior material, derisively waves him away.

TRI-KLOPS

(derisively) "Odiphus"...needs to
get lost!

ODIPHUS - frowns, disappointed, then gets a sly look. He pulls out the damaged Doomseeker.

ODIPHUS

(sly) Got something you might want
back.

TRI KLOPS sees the Doomseeker -- REACTS surprised. Odiphus beams proudly:

TRI-KLOPS
(surprised) Where'd you get that?

AT DOOR - MERMAN - leans into the lab -- exiting as soon as he delivers his line:

MERMAN
Tri-Klops! Skeletor wants a
progress report--Now!

TRI-KLOPS exasperated, very gently lays down the vial - we need to convey how very dangerous this stuff is -- rips off his welder's mask and throws it down in a huff. He storms to the door, annoyed; then as an afterthought looks back at Odiphus.

TRI-KLOPS
When I get back, you better be
gone. And don't touch anything!

ODIPHUS left behind, frowns disappointed, then turns his attention to the Necrosia & Tri-Klops' unfinished device. He gets a sly look.

ODIPHUS
Ahhhh. He's testing you, Odiphus.
Wants you to prove yourself...

WIPE TO:

INT. PALACE GARDEN - SAME TIME

ROBOTO sits forlornly in front of an Eternian Chess set, toying listlessly with the pieces. WIDEN - As MAA enters shot, concerned.

MAN-AT-ARMS
Missed you at roll call, Roboto.

ROBOTO doesn't look up. MAA eyes the chessboard and Roboto.

ROBOTO
I have replayed the battle in my
mind countless times and have
concluded it was my fault that
Skeletor's warriors got away.
(hangs head) I have failed the
Masters.

MAA - smiles kindly and clamps a hand on Roboto's shoulder.

MAN-AT-ARMS
No, you haven't. (kindly) Now, let
it go. Dwelling on a defeat can
turn you into your own worst enemy.

ON ROBOTO - looking up, still troubled, pondering this.

INT. SKELETOR'S THRONE ROOM - SAME TIME

SKELETOR - is on his throne, impatient.

SKELETOR
Well?

REVERSE - TRI-KLOPS stands before SKELETOR.

TRI-KLOPS
The device has been completed. I
was about to add the Necrosia when
you summoned me.

BEASTMAN enters, fur all matted, an ECTO-EEL wrapped around
him. 2 ETERNIAN FLIES buzz around him. EVIL-LYN leans
against a wall.

BEASTMAN
So what's this device for anyhow?

EVIL-LYN
(arches an eyebrow) Don't you know?
It's designed to remove your stink.

ON BEASTMAN - stunned, insulted.

BEASTMAN
Wha--? This some kinda joke?

He looks over...as we PAN TO TRI-KLOPS, who shakes his
head..

BACK ON BEASTMAN - getting steamed and defensive.

BEASTMAN
(defensive) I don't stink.
Tell 'em, Merman.

PAN TO MERMAN - who's sitting in the water pool in the
throne room. He shrugs, tries to be diplomatic..

MERMAN
Well...you do have a rather
distinctive aroma...

BEASTMAN - growling, with an angry insulted look.

INT. TRI-KLOPS' LAB - SAME TIME

ODIPHUS - finishes pouring some of the vial of Necrosia into Tri-Klop's new invention -- then waits.

ODIPHUS
So now what's supposed to happen?

ANGLE - The device does nothing. He considers & dumps in the entire vial. THE DEVICE - begins to shake & RUMBLE ominously. RACK FOCUS TO f.g. ODIPHUS reacts alarmedly.

ODIPHUS
Uh-oh.

Odiphus dives out of shot as the device <EXPLODES>.

INT. SKELETOR'S THRONE ROOM - SAME TIME

SKELETOR and EVIL-LYN shoot alarmed looks as the room SHAKES from the distant explosion. As we hear a distant cry, we...

ODIPHUS (OS)
<distant SCREAMING>

END ACT ONE

ACT TWO

INT. TRI-KLOPS' LAB - DAY

<DRAMATIC MUSIC> and FIERY-FX as Odiphus stumbles about in the fiery, burning laboratory.

SERIES OF CLOSE, TIGHT SHOTS - as Odiphus undergoes a horrific transformation:

>His fur turns from white to jet-black --

>He bulks up to a muscular 7ft height -- his eyes wash to an eerie yellow.

>And lastly (comically) a white stripe cuts down the back of his new black-fur, like a skunk stripe.

WIDE - silhouetted against the fiery lab, Odiphus stumbles, pained. Visible odor wafts surround him.

ODIPHUS
(pained) Ugh, that smell! Must
block smell.

INT. SKELETOR'S THRONE ROOM - SAME TIME

EVIL-LYN recoils sharply as visible aroma wafts snake into the room. TRIKLOPS puts forearm over his nose.

MERMAN in the pool, make a horrid face & submerges OS.

SKELETOR scowls in revulsion. AT HIS FEET, PANTHOR hunkers down, paws over his snout.

BEASTMAN - with a shrug -- as if "what's all the fuss about?"

EVIL-LYN glares at him, as if to say "*there's* a surprise."

INT. TRI-KLOPS' LAB - SAME TIME

ODIPHUS (keep in silhouette against fiery lab b.g.) scrambles blindly amidst visible odor clouds/vapors and/or wafts.

ODIPHUS
Must...block smell...

His hands find Tri-Klops' WELDER-style mask and he puts it on (it covers his nose too). He stops stumbling about and finds

his footing. FOLLOW ODIPHUS - as he scrambles out of the lab.

INT. CORRIDOR OUTSIDE OF TRI-KLOPS' LAB - CONT

ODIPHUS bursts out, whips the mask off and takes deep breaths..then RECOILS. <Now no longer silhouetted against a fiery b.g., we can see he's surrounded by a glowing-aura.>

ODIPHUS
<deep breaths> (then, horrified)
The stink is following Odiphus!

CLOSER - Odiphus <SNIFFS> at himself and realizes.

ODIPHUS (CONT'D)
The stink is coming from Odiphus!

As he quickly slaps the mask back on, he realizes for the first time that he has transformed. ODIPHUS flexes his new muscular arms, looks himself up & down. Strikes a proud pose.

MATCH CUT TO:

INT. SKELETOR'S THRONE ROOM - LATER

ON ODIPHUS - striding towards CAMERA, in his proud pose.

ODIPHUS
(proudly) I am Odiphus and I have
the power of stink! What do you
say you let Odiphus join up?

REVERSE SKELETOR - his fingers over his face -- as OTS
ODIPHUS comes towards him.

SKELETOR
(incredulous) What do I say? I say-

WIDEN - SKEL lets loose with Havoc Blast from the other
hand.

ODIPHUS is blasted, buckles, nearly falls to his knees.

ODIPHUS
Eyaggggghhhh!

SKELETOR - fingers over his nose, rises and points.

SKELETOR
Out of here! IMMEDIATELY!

EVIL-LYN covering her mouth & nose, "prods" Odiphus -- her
staff shooting out a mini-burst -- not painful, more like a
jab -- like a bouncer ejecting someone from a club.

ODIPHUS - dejected, as he's prodded out the door.

TRIKLOPS indicates to a Doomseeker.

THE DOOMSEEKER beeps obediently, then heads out.

WIPE TO:

EXT. EVERGREEN FOREST - LATER

ON ODIPHUS - (b.g. PANS) as he slumps through Evergreen
Forest, dejected. He still has a VISIBLE STINK-GLOW-AURA.

WIDER, PANNING - showing TREES and FLOWERS rapidly wilting
in his wake, like a time-lapse film of an apple rotting. A
BIRD falls from the sky. (OS THUD)

EXT. PASTORAL HILLS AT EDGE OF FOREST - SOON

ODIPHUS - mopes out of the forest into a Scotland-like
countryside of pastoral green rolling hills (kinda place
where cows or goats would graze.)

CLOSER - Odiphus sits down on a large boulder, slumps his
head into his hands (still wearing that welder-style mask).
His stink-glow-aura expands out around him...

NEARBY - A HERD OF ETERNIAN UNILOPES (HUGE BEASTS with huge hooves, kinda like giraffe-antelopes, with smell-sensitive snouts) are grazing. They suddenly STARTLE, nostrils FLARING.

PAN TO: THE UNILOPE SHEPHERD (bearded, looks like an Eternian version of Greek or Irish shepherd) leaning against a tree, watching his flock. He reacts to the flock's disturbance.

UNILOPE SHEPHERD
(greek or irish accent, calls) What
is it, me darlings?

Odiphus' visible glow-stink-aura suddenly washes thru shot. The Shepherd recoils, grabs his nose reacting to the stench.

UNILOPE SHEPHERD
Acch. Fer the love of Eternia!

UNILOPES - Odiphus's visible glow-stink-aura washes thru shot, prompting three of the unilopes to begin to stampede, raising dust which obscures the rest of the herd from view.

HIGH - DOOMSEEKER comes flying in, stops & "looks" down.

GROUND LEVEL - HUGE UNILOPE feet running thru shot. RUMBLE!

WIDE - UNILOPES stampeding towards CAMERA.

REVERSE - ON SHEPHERD - an alarmed take, he's right in the path of the stampeding unilopes.

WIDE - Shepherd's SCREAM is drowned out by the herd stampeding -- splitting in two as it stampedes past a tree (the one the shepherd was leaning against).

REVEAL - CLOSE ON SHEPHERD, huddling behind the tree...the herd RUMBLING past the shepherd with ground-shaking ferocity.

BIRD'S EYE VIEW - showing that the herd is heading for the KINGDOM OF ETERNIA, visible in the distance.

EXT. PALACE TOWER - CONTINUOUS

MEKANEK - is posted as guard in the tower. He hears a distant RUMBLING. He cranes his neck up.

MEK POV - Along the horizon in the distance we see the dust-cloud of the approaching stampede.

MEKANEK urgently turns and uses his CLUB to HAMMER against a huge alarm/gong <CLANG CLANG CLANG CLANG!>

SMASH CUT TO:

EXT. PALACE - VARIOUS

QUICK SHOTS of various Masters in Palace Locations as they hear Mekanek's <CLANGING ALARM>:

> MAN-AT-ARMS - races out of workshop, ready for battle.

> ZOOM ON STRATOS - a stern glare, and takes off.

> HIGH ANGLE - STRATOS flying. BUZZ-OFF flies into shot following him.

> PALACE GARDEN - ROBOTO servo-pivots his head around 180-degrees, owl-like, to cock his ear to the sound of the clanging alarm.

> ADAM - napping in the barn - doesn't hear the CLANKING.

STARBURST WIPE TO:

EXT. PERIMETER, PALACE OF ETERNIA - SECONDS LATER

ON HORIZON - the stampeding herd heading AT CAMERA. <A few unilopes in the front have detail, the rest are just 'shapes' in the dust cloud wake.> OTS MAA & Roboto on SKY SLEDS, fly into f.g. Buzz Off & Stratos fly in from behind camera to hover beside them.

ROBOTO - urgently scanning.

ROBOTO

A stampeding herd of Unilopes.
Logic indicates this to be the work
of Beastman. I will find him!

ROBOTO immediately flies off on his Sled into the distance.

FAVOR STRATOS and MAA - looking towards dust cloud and approaching stampede. HUGE RUMBLING.

STRATOS

(urgent above the din) They must be
stopped! The palace is in harm's
way.

MAN-AT-ARMS nods and flies up OS, as he calls down.

MAN AT ARMS

Take care not to hurt the beasts!

STRATOS and BUZZ-OFF fly thru shot following, then split off.

CUT TO: DOOMSEEKER hovering somewhere nearby, recording this.

OTS MAA (he's a held-cel in f.g. as stampede & landscape in b.g. get closer).

SIDE VIEW - MAA, dives down thru shot, his sky sled trailing cool looking vapor trails...and fires his ARM CANNON <K'CHOW, K'CHOW, K'CHOW> above the heads of the unilope herd.

ON FRONT EDGE OF STAMPEDE - the ground ahead of them explodes from MAA blasts, startling the beasts to recoil/rear-back...

ANOTHER ANGLE - STRATOS and BUZZ-OFF swoop down on the herd from the other flank. Stratos fires two missiles from the top of his rocket pack <LAUNCH, LAUNCH!> Buzz-Off shoots out a stinger missile from his stinger spear <WOOSH!>

ON UNILOPE HERD - the blasts startle the herd to run off in a new direction (90-degrees from previous path). <2 ROCKET BLASTS> and <STINGER MISSILE BLAST!>

BIRD'S EYE - showing a canyon pass ahead, where our heroes are driving the herd. As the last of the herd passes through the mouth of the canyon -- CUT TO:

EXT. CANYON - CONT.

MAA dives down towards the rocky walls forming one side of the canyon mouth, cuts loose with a furious barrage from his ARM CANNON...striking the walls of the canyon...while...

STRATOS and BUZZ OFF use their blasters to attack the opposite wall of the canyon mouth

WORM'S EYE VIEW, UP ANGLE - as the landslide of boulders from both sides tumble down AT CAMERA and FILL FRAME <RUMBLE>.

WIDE ON MOUTH OF CANYON - it's a double landslide, sealing off the canyon mouth. <Dust clouds rise, obscuring difficult animation from view.>

THE DUST CLEARS - OTS MAA - lands his SKY SLED on the high perch of the newly created canyon mouth blockade, looking down at he now-tame Unilope herd heading off. <they've calmed a bit & head off thru the canyon, unable to return or head towards the kingdom.>

THE DOOMSEEKER hovers, "peering" downward.

CUT TO: ROBOTO flies in on his Sled & lands beside MAA.

ROBOTO
I have scanned the entire area but
there is no sign of Beastman.
(feeling inadequate) Apparently,
this was not his doing.

TWOSHOT - ROBOTO hangs his head.

ROBOTO
My judgement was inaccurate and
left you shorthanded. The unilopes
could have devastated all of
Eternia.

MAN AT ARMS
Could have, but didn't. Your
reasoning was sound, Roboto.

ROBOTO - he turns away, forlorn. MAA looks at him
concerned.

FAVOR BUZZ OFF as he lands beside MAA --

BUZZ OFF
Unilopes are normally pretty
docile. They don't spook easily.

They turn as they hear OS STRATOS.

STRATOS (OS)
But they are highly sensitive to
smell.

FAVOR STRATOS - as he lands. THE OTHERS look at him.

STRATOS
My friends, I'm afraid a new evil
has arrived in Eternia. Something..
(arches an eyebrow)...stinky.

END ACT TWO

ACT THREE

INT. SKELETOR'S THRONE ROOM - DAY

[Note: We begin with re-use shots from the stampede
sequence, which we now learn was captured on video by a
Doomseeker.]

RE-USE SHOT: ON UNILOPE HERD - wide-eyed, startled from MAA's blasts. Now the blasts from Stratos & Buzz-Off startle the herd to run off in a new direction.

RE-USE SHOT: ON MAA looking out at the departing now-tame Unilope herd. FREEZE-FRAME...

PULL BACK TO REVEAL A DOOMSEEKER - as the light of its 'projector' fades -- having finished showing the battle clip.

WIDER - to reveal we're in the throne room, where SKELETOR, EVIL-LYN, TRAPJAW & TRI-KLOPS have just watched the replay.

SKELETOR (PARTIAL OS)
Incredible. Such havoc, and all
caused by that ridiculous Odiphus!

WHIPLASH appears at the doorway.

WHIPLASH
Found him.

ANGLE - Odiphus enters the throne room, his body language tells us he's nervous: thinking he's gonna be punished. He's still wearing the "welder mask."

ODIPHUS
You're not gonna blast me again,
are you?

ON SKELETOR - being "sweet."

SKELETOR
Blast you? Why would I do such a
thing. (chummy) I like you.

ODIPHUS looks up -- stunned, incredulous.

ODIPHUS
You...like Odiphus?

SKELETOR nods, effusively.

SKELETOR
I have chosen you to lead my
warriors into battle against the
Palace Of Eternia.

ODIPHUS - surprised, disbelieving of his good fortune.

ODIPHUS
Really?

SKELETOR - comes off his throne and approaches him, nodding.

SKELETOR
(nods, smiling) You and your
"wonderful" stink-power are the
very key to my new offensive.

TRAPJAW smirks. TRI-KLOPS is beside him.

TRAPJAW
Yeah, you're the most offensive
thing we've ever smelt.

TRAPJAW and TRIKLOPS start to guffaw, until a HAVOC BLAST
zaps them from OS.

TRAPJAW/TRIKLOPS
<derisive guffaws>/<comic pained
Yeeeow!>

ON SKELETOR - glaring at TriKlops and Trapjaw, Havoc Staff
still smoking -- then he steps close to put an arm around
Odiphus' shoulder, all buddy-like.

SKELETOR
Complete this task successfully and
perhaps I will allow you to join
our 'little family'. Interested?

ODIPHUS - thrilled, nods eagerly, then plays it cool.

ODIPHUS
Am I! I mean, uh...Odiphus is
listening.

EXT. PALACE OF ETERNIA - NEXT MORNING

WIDE ON PALACE - A STEED DRAWN SUPPLY WAGON moves sleepily
past the Palace Of Eternia. It's early morning...not much
else going on. We hear SKELETOR in V.O. describe his plan.

SKELETOR (V.O.)
At dawn most of the Palace Of
Eternia will still be asleep.

CLOSER - 2 ETERNIAN PALACE GUARDS keeping vigil. Odiphus'
distinctive stink-aura suddenly WAFTS THRU FRAME, prompting
the guards to recoil & cover their noses and mouths.

SKELETOR (V.O.)
You will use your unique "skills",
to cause a diversion--

The guards run-off, nauseated. We hear the o.s. <CLANGING
ALARM>, like before, obviously being sounded by o.s.
Mekanek.

WIDE SHOT ON PALACE OF ETERNIA - we see guards and other inhabitants fleeing from the palace. <CLANGING ALARM CONT'S>

PULL BACK TO---

**EXT. CREST OF HILL OVERLOOKING PALACE OF ETERNIA -
CONTINUOUS**

PULL BACK TO INCLUDE ODIPHUS IN F.G. - atop the crest of a nearby hill, seeing the evacuation. <distant CLANGING ALARM>

INT. PALACE BARN - SAME TIME

ADAM - asleep, an open book on his chest, is startled awake as <os DOOR BANGS OPEN>. WHIP PAN TO RAM MAN who has knocked the barn door off its hinges. ODOR-VAPORS waft in with him.

RAM MAN

Adam! Gotta evacuate. Something's stinkin' up the kingdom. <as he heads off> Uh sorry about the door.

CRINGER - waking up, looks nervously at... (and CAMERA PANS TO) ADAM, who reaches for his sword...raises it above his head and TRANSFORMS INTO HE-MAN.

ADAM/HE-MAN

By the power of Grayskull.../I HAVE
THE POWER!

EXT. PALACE OF ETERNIA - MOMENTS LATER

HIGH ANGLE - MAA upon a Sky Sled, swoops over the entrance to the Palace -- where RAM MAN and a few MASTERS urgently assemble, holding their noses. THE STINK AURA is thick. A FEW

panicked citizens hurry past, holding noses. MAA shouts down.

MAN AT ARMS

(shouts) Masters and Royal Guard
will evacuate all citizenry. He-
Man and I will investigate this!

HE-MAN dramatically rides in, below, upon BATTLECAT! He nods up at MAA.

RAM MAN barks to the others.

RAM MAN

You heard him. Let's move it out!

OTS MAA zooms off on his Sled, as OTS He-Man takes the low road upon BattleCat -- into the pea soup of the stink aura.

EXT. PERIMETER OF KINGDOM AND HILLTOP - CONTINUOUS

ON MAA - swooping low thru the pea soup, towards CAMERA, CRANE DOWN TO He-MAN upon BattleCat. Include both MAA and He-Man as they both pull to a halt in f.g. He-Man points.

HE-MAN

There.

ODIPHUS

(enthusiastic/excited)

It's all happening just like
Skeletor said it would!

REVERSE - Odiphus on the hilltop -- stink aura radiating off of him. He sees them and smirks.

ANGLE - Odiphus raises his hands -- a glowing-stink-aura FLARES out, launching a stink-blast at He-Man and Man-At-Arms; ala comicdom's *Human Torch* sending out a fiery blast.

HE-MAN (upon Battle Cat) & MAA (upon his Sled) dive their Sky Sleds away in opposite directions to avoid the stink-blast.

PAN W/HE-MAN circling BattleCat around for another pass. MAA glides INTO SHOT on his Sled to match trajectory with He-Man.

MAN-AT-ARMS (PARTIAL OS)

If this is some new evil warrior,
why would Skeletor send him in
solo?

ON HE-MAN - eyes narrow as he realizes, grimly.

HE-MAN

Because it's a diversion! (looks
around, spots something) THERE!

OTS HE-MAN - pointing towards a tiny dot in the distance.

MAA extrudes a telescope device from his Mace, looks thru it:

TELESCOPE POV - In the distance: SKELETOR, MERMAN, TRAPJAW & EVIL-LYN on TERRORDACTYLS. BEASTMAN & TRIKLOPS ride GRIFFINS.

MAN AT ARMS (OS)
They're out to take the Palace!

CUT TO: ODIPHUS on his elevated rise, levels two fists. His glow-stink-aura FIRES out another focused blast.
<BRRRRZAAP!>

HE-MAN, BATTLECAT & MAA - blindsided by the 'stink-blast'.

HE-MAN/ MAN-AT-ARMS
<impact ugh!>

MAA spirals OS. CAMERA SHAKING <CRASH> as he hits ground OS.

ON GROUND - He-Man & BattleCat get hurled back & He-Man's head hits a boulder..landing near where MAA has fallen. (MAA's Sled lies crashed & smoldering). THE STINK AURA wafts in overpowering. They're both overwhelmed -- eyes watering.

MAA dazed and overwhelmed by the aura, stirs, jabs a button on his wrist-gauntlet, activating a <BEEPING> communicator...

SMASH CUT TO:

EXT. PALACE OF ETERNIA - SAME TIME

RAM MAN watching the last of FLYING VEHICLES heading out -- the evacuation complete. He responds to his comm unit.

ROBOTO
<SIGH> I am here. But I cannot risk my incompetence causing yet another defeat.

MAN AT ARMS (V.O.)
(weakly) The palace is about to be attacked.

ON RAM MAN - he looks around, scratches his head.

EXT PALACE GARDEN - SAME TIME

PAN PALACE GARDEN....till CAMERA finds...ROBOTO...

ROBOTO - sitting forlorn by his chess set -- unaffected by the aura of stink wafting past. (he's a robot after all). He hears MAA's VO, then responds listlessly into his comm unit.

MAA's words come in firmly over the comm unit.

MAN AT ARMS (VO)
(firm) You're a Master of the
Universe, Roboto. Sworn to protect
the kingdom. (kindly) Remember what
I told you earlier...

TRUCK IN ON ROBOTO - SUPERIMPOSE MAN-AT-ARMS' FACE over half of Roboto's face, as we hear an audio-flashback to earlier:

MAN-AT-ARMS (REPRINT FROM EARLIER)
*Dwelling over a defeat can turn you
into your own worst enemy.*

The flashback-face of MAN-AT-ARMS fades away. Roboto ponders this a beat, then gets up, rallying himself.

ROBOTO
Man At Arms is correct. I must not
allow a failure of confidence to
undermine my duty.

ROBOTO - all business now and resolute, pivots his head, activating his SCANNERS.

ROBOTO SENSORS POV - cool graphics -- as data scrolls and an image of Odiphus comes into view.

ROBOTO (OS)
The source of the odor-based
attack. (analyzing) No definable
vulnerability detected..

ON ROBOTO - an idea suddenly clicks with Roboto.

ROBOTO (CONT'D)
Wait...hold on...of course!

ROBOTO quickly engages his comm unit again.

ROBOTO
Man At Arms...

WIPE TO:

EXT. PERIMETER OF KINGDOM - SECONDS LATER

HE-MAN & MAA- huddled behind some boulders, eyes watering,

the stink aura very thick all around them. They hold leaves pressed up to their mouths & noses. Roboto is just finishing relaying his plan over MAA's comm unit. <He-Man can hear this as well.>

ROBOTO (VO)
-- and thus, stem the attack.

MAA nods approvingly, replies into comm unit.

MAN-AT-ARMS
Excellent strategy, Roboto. We'll
give it a try.

HE-MAN nods and leaps onto BattleCat, and rides off.

IRIS WIPE TO:

EXT. HILLY OUTCROPPING - MOMENTS LATER

ODIPHUS - upon his hilly perch. He's looking back - towards Skeletor's forces, now less than a mile away & heading towards him, on their way to attack the Palace.

ODIPHUS
Very soon, Skeletor will conquer
the Palace and *Odiphus* will be the
hero!

He REACTS to a voice:

HE-MAN (OS)
Sorry, but doing evil is *never* a
heroic act.

ODIPHUS looks to see: HE-MAN charging in from maybe 20 yards away, upon BATTLECAT.

ODIPHUS - he gets a nasty look. He gestures & shoots out thin stink blasts...

HE-MAN parries the stink blasts with his sword, but then a HUGE THICK BLAST comes in...so thick and strong that BATTLECAT leaps...so they land behind a huge boulder.

BEHIND THE BOULDER -- BattleCat struggles to get a fresh breath -- his eyes watering from the stink aura. He-Man affected too, looks at BattleCat -- who looks miserable.

HE-MAN
Okay, so much for a frontal attack.

He-Man peeks around the boulder thru the thick stink aura -- sees an area below the rise where Odiphus stands. The area

is very clear -- no visible stink aura. He-Man pulls his head back behind the boulder, instructs BattleCat.

HE-MAN
(struggling to breath) There's a clearing...a stink free zone... below and to the left of him.

BATTLECAT seems to nod & ZIPS off. He-MAN puts his mighty arms to boulder and STARTS TO WRENCH IT from the ground.

ODIPHUS sees the massive boulder lift off the ground. He smirks and lets loose massive blasts of stink.

HE-MAN behind the boulder, holds his breath--as stink blasts come in all around it -- the boulder partially deflecting them -- as he moves forward thru the heavy stink fog.

WIDE - Only 10 yards from Odiphus, HE-MAN suddenly hefts the huge boulder above his & head and mightily tosses it.

ODIPHUS - sees the boulder coming and leaps down off the rise....As BOULDER IMPACTS with huge ground shaking THUD -- CAMERA FOLLOWS as Odiphus lands, in the stink-free clearing:

ODIPHUS
(calls, smug) Not even close.

HE-MAN nods, clamps a hand over his mouth and nose, blocking the smell as best he can.

HE-MAN
Wasn't meant to be. NOW, BATTLECAT!

BATTLECAT leaps in from the side & with one fast SWIPE severs Odiphus's mask, exposing Odiphus to his own stink.

ODIPHUS - overwhelmed by the smell, drops to one knee...the smell aura covering him like a thick shroud. In the distance, SKELETOR and his FORCES drawing nearer.

HE-MAN - whips out his sword and begins to twirl-spin it, faster and faster, creating a strong wind...

FAVOR ODIPHUS - which BLOWS ODIPHUS' glowing-stink-aura into the distance, towards Skeletor's forces.

CUT TO: SKELETOR and his forces flying towards CAMERA, when they're suddenly engulfed by the stink aura.... They REACT overwhelmed and revulsed. (all except for Beastman, 'natch) The GRIFFINS immediately spook and rear up -- WHINNYING.

SKELETOR AND MINIONS
<revulsed adlibs>

CLOSE ON SKELETOR - overwhelmed by the stink and miserable.

SKELETOR

Retreat!

WIDE- THE TERRORDACTYLS and GRIFFINS turn around and fly back the way they came.

CUT TO: Odiphus races off in the direction that Skel's forces are heading...trying to hold his nose from his own stink, taking the smell aura with him. RACK FOCUS TO HE-MAN in f.g. - seeing this. He takes in a deep, refreshing breath.

HE-MAN

<deep breath>

INT. PALACE GARDEN - LATER

PUSH THRU THE MASTERS as we REVEAL they're standing around ROBOTO. He sits in front of the chess set, no longer looking forlorn, but rather confident as he "holds court".

ROBOTO (PARTIAL OS)

--and after I deduced that the perpetrator was vulnerable to his own aroma...I suggested a strategy with a high probability of success--
-

ROBOTO sees MAA entering the shot, smiles as he says:

ROBOTO

Essentially using his stench against him.

MAA nods and smiles as Teela notices a smell, grimaces and turns to look at Adam and Cringer who come walking up to the group.

ADAM/HE-MAN

I heard what you did Roboto great job!

TEELA

(disgusted) Speaking of stench

Adam pauses a beat, then looks down at Cringer.

ADAM/HE-MAN

Cringer! <alt: Cringer> <Do an A, B and C take>

Cringer looks confused and shocked as we...

FADE TO BLACK.

INT. SNAKE MOUNTAIN - NIGHT

SKELETOR - on his throne, wearing a happy (sadistic) grimace.

SKELETOR
And you will scrub, until every
piece of armor is gleaming.

REVEAL - TRAPJAW, MERMAN, TRI-KLOPS, BEASTMAN, and EVIL-LYN on their knees, miserable, using tiny toothbrush-like brushes to scrub dirty, blackened pieces of armor. WIDEN OUT TO REVEAL - an impossibly tall pile of armor sits before them.

WHIPLASH
(looks up, miserable) How come the
stinky guy isn't being punished
too?

ON SKELETOR - a displeased scowl on his face.

SKELETOR
Because, unlike the *rest* of
you...Odiphus has proved himself
useful!

LOW ANGLE - on cool looking boots, stepping in. PAN UP TO REVEAL - Odiphus, now STINKOR, in his cool, final "Stinkor" armor/outfit. He places hands on his hips, proudly.

ODIPHUS (PARTIAL OS)
Odiphus? Who's Odiphus? <dramatic
reveal> Call me... *STINKOR!*

His glow-stink-aura expands, like a starburst effect emphasizing his heroic pose.

ON SKELETOR - recoils sharply, waves away the stink.

ON STINKOR'S wounded reaction, we.....

FADE OUT.

THE END

FADE IN:

MORAL TAG:

EXT. PALACE GARDEN -DAY

ROBOTO sitting - playing Eternian chess, moving a piece.

ROBOTO

I have encoded the lesson that all
beings make mistakes. But losing
confidence in one's abilities and
being unwilling to try again is the
biggest mistake of all.

REVEAL MAA - playing against him, nods approvingly.

MAN AT ARMS

That's right, Roboto. To be
successful at an endeavor, you must
be willing to weather setbacks.

Suddenly, a wind gusts in and knocks all the pieces over.
They look OS, to see:

SYCLONE - is using his spinning power to blow leaves from
the garden into a big pile.

BACK ON MAA - as winds gust by, arching an eyebrow.

MAN AT ARMS

And sometimes the *weather* can be
very unpredictable. (to camera)
Until next time...

MAA and ROBOTO begin setting up the pieces again, as we...

FADE OUT.

THE END